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LIMITED LIABILITY AMENDMENT

SILICON BEACH VENTURE CAPITAL, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 31, 2002

SILICON BEACH VENTURE CAPITAL, L.L.C. 8000 N FEDERAL HIGHWAY STE 220 BOCA RATON, FL 33487-1620

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ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF

SILICON BEACH VENTURE CAPITAL LILC.

FIRST: The date of filing the Articles of Organization of Silicon Beach Venture Capital, L.L.C., a Florida limited liability company (the "Company"), was July 26, 1999.

SECOND: The following amendment to the Articles of Organization was adopted by the Company:

Article V is amended to read in its entirety:

ARTICLE V

MANAGEMENT

The management of the Company is reserved to its members.

Effective Date: Upon Filing.

Hdelan

Signed:

SAFLAILLP, Member

By:

Scott H. Adams